

KEURIG GREEN MOUNTAIN, INC.  
Form SC 13D/A  
March 07, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 4)

KEURIG GREEN MOUNTAIN, INC.  
(Name of Issuer)

Common Stock, par value \$0.10 per share  
(Title of Class of Securities)

49271M100  
(CUSIP Number)

Bernhard Goepelt  
Senior Vice President, General Counsel and Chief Legal Counsel  
The Coca-Cola Company  
One Coca-Cola Plaza  
Atlanta, Georgia 30313  
(404) 676-2121

(Name, address and telephone number of person authorized to receive notices  
and communications on behalf of filing persons)

Copy to:

Martha E. McGarry, Esq.  
Thomas W. Greenberg, Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP  
Four Times Square  
New York, New York 10036  
(212) 735-3000

March 3, 2016  
(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

CUSIP No. 49271M100

1. NAME OF REPORTING PERSONS  
The Coca-Cola Company
  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)    
(b)
  
3. SEC USE ONLY
  
4. SOURCE OF FUNDS  
OO
  
5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM  
2(d) OR 2(e)
  
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
  

|  |     |                               |
|--|-----|-------------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH: | 7.  | SOLE VOTING POWER<br>0        |
|  | 8.  | SHARED VOTING POWER<br>0      |
|  | 9.  | SOLE DISPOSITIVE POWER<br>0   |
|  | 10. | SHARED DISPOSITIVE POWER<br>0 |

  
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0
  
12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES
  
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0%
  
14. TYPE OF REPORTING PERSON  
CO

CUSIP No. 49271M100

1. NAME OF REPORTING PERSONS  
Atlantic Industries
  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)    
(b)
  
3. SEC USE ONLY
  
4. SOURCE OF FUNDS  
OO
  
5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM  
2(d) OR 2(e)
  
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands
  

|  |     |                               |
|--|-----|-------------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH: | 7.  | SOLE VOTING POWER<br>0        |
|  | 8.  | SHARED VOTING POWER<br>0      |
|  | 9.  | SOLE DISPOSITIVE POWER<br>0   |
|  | 10. | SHARED DISPOSITIVE POWER<br>0 |

  
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0
  
12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES
  
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0%
  
14. TYPE OF REPORTING PERSON  
CO

PREAMBLE

This Amendment No. 4 (this "Amendment No. 4") amends and supplements the Schedule 13D filed by Atlantic Industries, a corporation organized and existing under the laws of the Cayman Islands ("Atlantic") and indirect wholly owned subsidiary of The Coca-Cola Company ("TCCC", and together with Atlantic the "Reporting Persons"), with the Securities and Exchange Commission on March 10, 2014, as amended on May 12, 2014, February 13, 2015 and December 6, 2015 (the "Statement"), relating to shares of common stock, \$0.10 par value per share ("Common Stock"), of Keurig Green Mountain, Inc. (the "Issuer"). This Amendment No. 4 is being filed jointly by the Reporting Persons.

Unless otherwise indicated, all capitalized terms used but not defined herein shall have the same meanings as set forth in the Statement.

Items 2, 4 and 5 of the Statement are hereby amended and supplemented as follows:

Item 2. Identity and Background

Certain information with respect to the directors and executive officers of the Reporting Persons is set forth in Schedule A attached hereto, including each director and executive officer's business address, present principal occupation or employment, and citizenship and other information.

Item 4. Purpose of the Transaction

On March 3, 2016, pursuant to the Agreement and Plan of Merger, dated as of December 6, 2015 (the "Merger Agreement"), among the Issuer, Acorn Holdings B.V., a private limited liability company incorporated under the laws of the Netherlands ("Parent"), Maple Holdings Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of Parent ("Purchaser Sub"), and JAB Holdings B.V., a private limited liability company incorporated under the laws of the Netherlands, Purchaser Sub was merged with and into the Company (the "Merger"). The Merger Agreement was adopted by the Company's stockholders at a special meeting of stockholders on February 24, 2016, and the Merger was consummated on March 3, 2016.

At the effective time of the Merger, each issued and outstanding share of Common Stock (subject to certain exceptions set forth in the Merger Agreement) immediately prior to the Merger was automatically converted into \$92 in cash ("Merger Consideration") without interest. All shares that were converted into the Merger Consideration were automatically cancelled upon the conversion thereof and cease to exist.

Item 5. Interest in Securities of the Issuer

(a)-(b) As a result of the Merger, the Reporting Persons no longer beneficially own any Common Stock.

(c) There were no transactions in the Common Stock by the Reporting Persons or the persons named in Schedule A during the past 60 days other than the conversion of the Reporting Persons' Common Stock into the Merger Consideration.

(e) As a result of the Merger, the Reporting Persons have ceased to be beneficial owners of more than 5% of the Common Stock.



SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

THE COCA-COLA COMPANY

Dated: March 7, 2016

By: /s/ Kathy N. Waller  
Name: Kathy N. Waller  
Title: Executive Vice President and  
Chief Financial Officer

ATLANTIC INDUSTRIES

Dated: March 7, 2016

By: /s/ Kathy N. Waller  
Name: Kathy N. Waller  
Title: President and Chief Financial  
Officer

## SCHEDULE A

## DIRECTORS AND EXECUTIVE OFFICERS OF THE COCA-COLA COMPANY AND ATLANTIC INDUSTRIES

Set forth below is the name, business address and present occupation or employment of each director and executive officer of The Coca-Cola Company ("TCCC") and Atlantic Industries ("Atlantic"). Except as indicated below, each such person is a citizen of the United States. None of the directors or executive officers named below beneficially owns any Common Stock of Keurig Green Mountain, Inc. (formerly known as Green Mountain Coffee Roasters, Inc.). Directors of TCCC or Atlantic who are also executive officers of TCCC or Atlantic are indicated by an asterisk. Except as indicated below, the business address of each executive officer of TCCC or Atlantic is One Coca-Cola Plaza, Atlanta, Georgia 30313.

## DIRECTORS OF THE COCA-COLA COMPANY

| NAME             | PRINCIPAL OCCUPATION<br>OR EMPLOYMENT  | ADDRESS   |
|------------------|--|---|
| Muhtar Kent*     | Chairman of the Board of Directors and Chief Executive Officer of The Coca-Cola Company  |   |
| Herbert A. Allen | President, Chief Executive Officer and a Director of Allen & Company Incorporated, a privately held investment firm  | Allen & Company Incorporated<br>711 Fifth Avenue<br>New York, NY 10022                                    |
| Ronald W. Allen  | Former Chairman of the Board of Directors, President and Chief Executive Officer of Aaron's, Inc.  | The Coca-Cola Company<br>c/o The Corporate Secretary's Office<br>One Coca-Cola Plaza<br>Atlanta, GA 30313 |
| Marc Bolland     | Chief Executive Officer and a Director of Marks & Spencer Group p.l.c., an international multi-channel retailer.   |   |
|                  | Mr. Bolland is a citizen of The Netherlands.   |   |
| Ana Botín        | Executive Chairman and a Director of Banco Santander, S.A, a global multinational bank, and a Director of Santander UK plc, a leading financial services provider in the United Kingdom and subsidiary of Banco Santander S.A. | Santander UK plc<br>2 Triton Square<br>Regent's Place   |

Ms. Botín is a citizen of Spain.

London NW1  
3AN  
United Kingdom

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|------------------------|---|---|
| Howard G. Buffett      | President of Buffett Farms and President of the Howard G. Buffett Foundation, a private foundation supporting humanitarian initiatives focused on food and water security, conservation and conflict management | Howard G. Buffett Foundation<br>145 North Merchant Street<br>Decatur, IL 62523          |
| Richard M. Daley       | Executive Chairman of Tur Partners LLC, an investment and advisory firm focused on sustainable solutions within the urban environment   | Tur Partners LLC<br>900 N. Michigan Avenue<br>Suite 1720<br>Chicago, IL 60611           |
| Barry Diller           | Chairman of the Board of Directors and Senior Executive of IAC/InterActiveCorp, a leading media and internet company  | IAC/InterActiveCorp<br>555 West 18th Street<br>New York, New York 10011                 |
| Helene D. Gayle        | Chief Executive Officer of McKinsey Social Initiative, a nonprofit organization that implements programs that bring together stakeholders to address complex global and social challenges                       | McKinsey Social Initiative<br>1200 19th Street NW<br>Washington, DC 20036               |
| Evan G. Greenberg      | Chairman and Chief Executive Officer of ACE Limited, the parent company of the ACE Group of Companies, a global insurance and reinsurance company   | ACE Group<br>1133 Avenue of the Americas<br>45th Floor<br>New York, NY 10036            |
| Alexis M. Herman       | Chair and Chief Executive Officer of New Ventures, LLC, a corporate consulting company  | New Ventures, Inc.<br>633 Pennsylvania Avenue NW<br>3rd Floor<br>Washington, D.C. 20004 |
| Robert A. Kotick       | President, Chief Executive Officer and a Director of Activision Blizzard, Inc. an interactive entertainment software company  | Activision Blizzard, Inc.<br>3100 Ocean Park Boulevard<br>Santa Monica, CA 90405        |
| Maria Elena Lagomasino | Chief Executive Officer and Managing Partner of WE Family Offices, a multi-family office serving global ultra high net worth families   | WE Family Offices<br>701 Brickell Avenue<br>Suite 200<br>Miami, FL 33131                |
| Sam Nunn               | Co-Chairman and Chief Executive Officer of the Nuclear Threat Initiative, a nonprofit organization working to reduce the global threats from nuclear, biological and chemical warfare                           | The Sam Nunn School of International Affairs  |

Georgia Institute of  
Technology  
781 Marietta Street,  
NW  
Atlanta, Georgia  
30318

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|                      |  |   |
|----------------------|--|---|
| David B.<br>Weinberg | Chairman of the Board and Chief Executive Officer of<br>Judd Enterprises, Inc., a private investment-management<br>office with diverse interests in a variety of asset classes | Judd Enterprises,<br>Inc.<br>401 N. Michigan<br>Ave #3050<br>Chicago, IL<br>60611 |
|----------------------|--|---|

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EXECUTIVE OFFICERS OF THE COCA-COLA COMPANY

| NAME                         | PRINCIPAL OCCUPATION<br>OR EMPLOYMENT  | ADDRESS |
|------------------------------|--|---------|
| Muhtar Kent                  | Chairman of the Board of Directors and Chief Executive Officer of The Coca-Cola Company                                      |         |
| Alexander B. Cummings, Jr.   | Executive Vice President and Chief Administrative Officer of The Coca-Cola Company   |         |
| J. Alexander M. Douglas, Jr. | Executive Vice President and Global Chief Customer Officer of The Coca-Cola Company and President of Coca-Cola North America |         |
| Ceree Eberly                 | Senior Vice President and Chief People Officer of The Coca-Cola Company  |         |
| Irial Finan                  | Executive Vice President of The Coca-Cola Company and President, Bottling Investments and Supply Chain                       |         |
|                              | Mr. Finan is a citizen of Ireland.   |         |
| Bernhard Goepelt             | Senior Vice President, General Counsel and Chief Legal Counsel of The Coca-Cola Company                                      |         |
|                              | Mr. Goepelt is a citizen of Germany.   |         |
| Julie Hamilton               | Vice President and Chief Customer and Commercial Leadership Officer of The Coca-Cola Company                                 |         |
| Brent Hastie                 | Vice President of The Coca-Cola Company  |         |
| Ed Hays, PhD                 | Senior Vice President and Chief Technical Officer of The Coca-Cola Company   |         |
| Nathan Kalumbu               | President of the Eurasia and Africa Group of The Coca-Cola Company   |         |
|                              | Mr. Kalumbu is a citizen of Zimbabwe.  |         |
| James Quincey                | President and Chief Operating Officer of The Coca-Cola Company   |         |
|                              | Mr. Quincey is a citizen of the United Kingdom.  |         |
| Atul Singh                   | President of the Asia Pacific Group of The Coca-Cola Company   |         |
| Brian Smith                  | President of the Latin America Group of The Coca-Cola Company  |         |
| Ed Steinike                  | Senior Vice President and Chief Information Officer of The Coca-Cola Company   |         |

Marcos de Quinto Chief Marketing Officer of The Coca-Cola Company

Clyde C. Tuggle Senior Vice President and Chief Public Affairs and Communications Officer of The Coca-Cola Company

Kathy N. Waller Executive Vice President and Chief Financial Officer of The Coca-Cola Company

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DIRECTORS OF ATLANTIC INDUSTRIES

| NAME                  | PRINCIPAL OCCUPATION<br>OR EMPLOYMENT   | ADDRESS |
|-----------------------|---|---------|
| Robert J. Jordan, Jr. | Vice President and General Tax Counsel of The Coca-Cola Company and Vice President and General Tax Counsel of Atlantic Industries |         |
| Christopher P. Nolan  | Treasurer of The Coca-Cola Company and Vice President and Treasurer of Atlantic Industries  |         |
| Larry M. Mark         | Vice President and Controller of The Coca-Cola Company and Vice President and Controller of Atlantic Industries                   |         |

EXECUTIVE OFFICERS OF ATLANTIC INDUSTRIES

| NAME                  | PRINCIPAL OCCUPATION<br>OR EMPLOYMENT   | ADDRESS |
|-----------------------|---|---------|
| Kathy N. Waller       | Executive Vice President and Chief Financial Officer of The Coca-Cola Company and President and Chief Financial Officer of Atlantic Industries        |         |
| Bernhard Goepelt      | Senior Vice President, General Counsel and Chief Legal Counsel of The Coca-Cola Company and Vice President and General Counsel of Atlantic Industries |         |
| Robert J. Jordan, Jr. | Vice President and General Tax Counsel of The Coca-Cola Company and Vice President and General Tax Counsel of Atlantic Industries                     |         |
| Christopher P. Nolan  | Vice President and Treasurer of The Coca-Cola Company and Vice President and Treasurer of Atlantic Industries   |         |
| Larry M. Mark         | Vice President and Controller of The Coca-Cola Company and Vice President and Controller of Atlantic Industries                                       |         |
| Stephen A. Kremer     | Vice President of The Coca-Cola Company and Vice President of Atlantic Industries   |         |